

The Honorable Marsha J. Pechman

UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON  
AT SEATTLE

ASTUTE IMAGING LLC, a Delaware limited liability company,

Plaintiff,

vs.

SHOULDER INNOVATIONS INC., a Delaware corporation; GENESIS INNOVATION GROUP, LLC, a Delaware limited liability company; and GENESIS SOFTWARE INNOVATION, LLC, a Michigan limited liability company,

Defendants.

NO. 2:23-cv-01097-MJP

DECLARATION OF R. SEAN CHURCHILL, GENESIS INNOVATION GROUP LLC,, IN SUPPORT OF DEFENDANTS' MOTION TO DISMISS UNDER FRCP 12(b)(2), 12(b)(3), and 12(b)(6)

R. Sean Churchill declares:

1. I have personal knowledge of the facts stated in this declaration and am competent to testify to those facts.
2. I am the Executive Director of Genesis Innovation Group, LLC. ("GIG"), a defendant in the above-captioned matter.
3. GIG is a limited liability company formed under the laws of the state of Delaware. It has a principal place of business in Grand Rapids, Michigan. GIG was formed as an early-stage investor in medical device technology. It has been qualified to do business in the State of Michigan since November 20, 2015.

1 4. GIG has no business operations, offices, retail outlets, or comparable facilities in the  
2 state of Washington. It is not registered or otherwise qualified to conduct business in the state  
3 of Washington, has no registered agents, employees, representatives, or independent  
4 contractors residing or domiciled in the state of Washington; nor has GIG contracted with  
5 persons residing in the State of Washington to act on its behalf.

6 5. GIG does not have any subsidiaries incorporated or otherwise qualified to do business  
7 in the state of Washington.

8 6. GIG had been an investor in Genesis Software Innovations LLC (“GSI”), a co-  
9 defendant in the above-captioned matter. GIG is a separate and distinct business entity from  
10 GSI and no longer has any ownership, shares, or financial interest in GSI.

11 7. GIG has not and does not market or sell for GSI and has not made use of the word  
12 PREVIEW to market or sell anything.

13 8. GIG does not maintain any physical presence, tangible, personal, or real property or  
14 assets in the state of Washington. It does not have telephone listings, mailing addresses or  
15 bank accounts in the state of Washington.

16 9. GIG has no clients or customers, nor has GIG executed any sales in the state of  
17 Washington, nor has GIG sold any goods, products, or services in the state of Washington.

18 10. No meetings of GIG’s members, managers, or directors have been in the state of  
19 Washington and none of its members, managers, or directors has attended business  
20 conferences or conducted business on GIG’s behalf within the state of Washington.

21 11. GIG does not direct any of its advertising specifically towards the state of Washington  
22 or its residents, nor does it advertise in any publications or solicit business or sales that are  
23 directed primarily towards the state of Washington or its residents.

12. GIG maintains an internet website, <https://genesisinnovationgroup.com/>. No sales or transactions are consummated via this website.

13. On its website, GIG reposts news or press releases concerning companies in which it invests. In 2021, GIG reposted press releases from Shoulder Innovations, Inc. ("SI") and GSI regarding receipt of FDA clearance for its PREVIEW system. In 2022, GIG posted a video replay of SI's presentation at the 2022 LSI Emerging Medtech Summit, which included a PREVIEW overview.

14. GIG does not believe it has made any trademark use of the word PREVIEW and is not aware of any acts or omissions for which GIG is sought to be held liable that occurred in the state of Washington.

15. Having to defend this action in the state of Washington would be burdensome to GIG because all of GIG's witnesses, directors, managers, and members reside outside the state of Washington. The records, documents, books, and records pertaining to this matter are also located outside the state of Washington.

I declare under the penalty of perjury that the foregoing is true and correct.

Executed on: \_\_\_October 12, 2023\_\_\_\_\_ at \_\_\_Littleton, CO\_\_\_\_\_.

/s/ 